

ARTICLES OF INCORPORATION OF
PAN-PACIFIC TRADING & NAVIGATION COMPANY

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and by virtue of the General Corporation Laws of the State of Nevada, approved March 21, 1925, and all acts amendatory thereof or additional thereto, and we hereby certify:

FIRST: That the name of this corporation shall be
PAN-PACIFIC TRADING AND NAVIGATION COMPANY.

SECOND: That the place where its principal business is to be transacted is 511 North Carson Street, Carson City, Ormsby County, State of Nevada, but the said corporation may maintain an office or offices in such other place or places within or without the State of Nevada as may be fixed from time to time by its Board of Directors, or as may be fixed by the By-Laws of said corporation.

THIRD: That the nature of the business or objects or purposes proposed to be transacted, promoted or carried on are;

To purchase and sell merchandise of every kind and nature for exportation into the United States and/or to and from and/or between any and/or all countries foreign thereto, including the purchase and sale of domestic merchandise in domestic markets and of foreign merchandise in foreign countries; such transactions to be for the account of the corporation and/or others, and to constitute as one of said purposes the doing of a general foreign and domestic exporting and importing merchandise business and in particular, to carry on a general export and import business between the Americas and/or the Americas and the Orient and/or the Countries of the Pacific Basin;

To export, import, barter, contract, buy, sell, deal in, and to engage in, conduct and carry on the business of exporting, importing, bartering, trading, contracting, buying, selling and dealing in goods, wares and merchandise of every class and description raw, manufactured or produced in any foreign land or territory.

To carry on and license others to carry on the business of importers, exporters, merchants and traders;

To carry on the business of general contractors, engineers and constructors;

To act as agent, brokers and factors for any person, firm, association, corporation or body politic in any part of the world;

To carry on the business of ship owners, ship factors and ship agents and to acquire, charter, operate and dispose of steamships and other vessels of any class and in connection therewith to purchase, lease and utilize docking and berthing facilities for steam and sailing of all kinds and ratings;

To establish, maintain, conduct, and acquire or dispose of either as principal or agents, trading posts of all kinds and description in any of the states or possessions of the United States or any foreign countries and in connection therewith to do all such acts and things and to acquire and/or dispose of such real and/or personal property as is usual or customary with a general trading post business;

To own and control and acquire by lease, purchase, construction or otherwise, steamships, barges and vessels of all kinds or interests therein, and to operate the same, for a transportation line for passengers and freight of all kinds, with power also to purchase, build, construct, repair, lease, sell, convey and operate vessels of all kinds and all machinery, appliances and apparatus incidentally necessary or convenient thereto, or in any way connected therewith; with power also to do a towing business, and also to purchase, own, lease, construct, control and operate docks, warehouses, dry docks and dock machinery, appliances and apparatus of all kinds; and with power also to do a general shipbuilding, stevedore, dockage, warehouse and commission business;

To carry on the business of cold storage and warehousing and all the business necessary or impliedly incidental thereto; and to further carry on the business of general warehousing in all its several branches; to construct, hire, purchase, operate and maintain all or any conveyance for the transportation in cold storage or otherwise by land or by water of any and all products, goods, or manufactured articles; to issue certificates and warrants, negotiable or otherwise, to persons warehousing goods with the company, and to make advances or loans upon the security of such goods or otherwise; to manufacture, sell and trade in all goods usually dealt in by warehousemen; to construct, purchase, take on lease or otherwise acquire any wharf, pier, dock or works, capable of being advantageously used in connection with the shipping and carrying or other business of the company; and generally to carry on and undertake any business undertaking, transaction or operation commonly carried on or undertaken by warehousemen and any other business which may from time to time deem to the directors capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the company's properties or rights;

To search for, prospect and explore for ores and minerals and to locate mining claims, grounds or lodes in the United States of America or the territories thereof or in foreign countries, and record the same pursuant to the mining laws of the said United States or other countries; to bore, drill, prospect and mine for gold, silver, copper, lead, zinc, iron, antimony, tin, asbestos, and all kinds of ores, metals, minerals and precious stones, oils, gas and coal, and to mill, convert, prepare for market and otherwise produce and deal in the same in the products and by-products thereof; to purchase or otherwise acquire, own exchange, sell or otherwise dispose of, mortgage, hypothecate, and deal in minerals and mineral lands of all kinds, oil, coal, and timber lands, personal estate, water and water rights, and to work, explore, operate and develop the same and carry on the business of mining in all its branches

To carry on the business of searching for, prospecting, preparing, procuring, refining, piping, storing, transporting, supplying, buying, selling, manufacturing and distributing petroleum and other oils and their products or by-products; to construct, build, operate and maintain oil wells, refineries, pipe lines, buildings, works, workshops, laboratories, machinery, power plants, saw mills, stores, and warehouses; to acquire by grant, purchase or otherwise, any property or privileges from any government or from any authority, individual, municipal or otherwise, and to perform and fulfill the conditions thereof;

To purchase, lease, hire or otherwise acquire real and personal property, improved and unimproved, of every kind and description and to sell, dispose of, lease, exchange, rent, convey and mortgage said property or any part thereof; to acquire, hold, lease, manage, operate, develop, control, build, erect, maintain for the purposes of said company, construct, reconstruct, or purchase either directly or through ownership of stock in any corporation, any lands, buildings, offices, stores, warehouses, mills, shops, factories, plants, gas houses, machinery, rights, easements, permits, privileges, franchises and licenses and all other things which may at any time be necessary or convenient in the judgment of the Board of Directors for the purposes of the company; to sell, lease, hire, exchange, rent or otherwise dispose of the lands, buildings or other property of the company or any part thereof;

To construct, equip, improve, work, develop, purchase, sell, lease, hire, mortgage, operate and deal in and with public and quasi-public works and conveniences, including docks, harbors, piers, wharves, canals, reservoirs, embankments and improvements; sewage, drainage, sanitary and other engineering works; and also, so far as necessary or incidental to, or connected with any one or more or all of the corporate purposes to undertake any lawful business, transaction or operation undertaken or carried on by capitalists, or financial operations of all kinds;

To purchase, lease, acquire, own, hold, operate, mortgage, sell or dispose of railroads, and railways, rights privileges, concessions and franchise in general, and to acquire, construct, develop, own, sell, mortgage, lease, dispose of, alter, substitute, operate and maintain railroad and railways, operated by steam, electricity, petroleum or any other kind of motive power, for the public service, and for the conveyance and transportation for hire of passengers and mail, express, merchandise and freight of any kind and

in connection therewith to have the power of exercising the right of eminent domain and thereunder to appropriate for its own use, any right, title, right of way and easement of any real property, in any of the states, districts, territories, dependencies and colonies of the United States, or foreign countries as may be allowed by the law of such state, district, territory, dependency or colony or foreign country for the purpose of constructing and operating a railway line and doing of all things incidental to the acquisition and / or maintenance thereof;

To purchase, lease, own and otherwise acquire, sell, rent, mortgage and dispose of locomotives, cars, motors, motor cars, rolling stock of all kinds, and all other appliances, goods, merchandise and supplies necessary, incidental or convenient to the construction, operation and maintenance of a railway, and the carrying on of the business of transportation;

To construct, purchase, acquire, maintain and operate electric light, heat and power plants, and telegraph and telephone lines along the line of its railroads, for railroad and other purposes and use;

To conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and all classes of building and improvements of any kind and nature, whatsoever, including the building, rebuilding, alteration, repairing or improvement of houses, apartment houses, flats, factories, buildings, works or erections of every kind and description whatsoever, including the locating, laying out and constructing of roads, avenues, docks, ships, sewers, bridges, walls, wells, canals, railroads or street railways, power plants and generally in all classes of buildings, erections and works, both public and private, or integral parts thereof, and to perform engineering and architectural work, including the preparation of plans and specifications and expert work as acting and consulting and superintending engineers and architects, and generally to do and perform any and all work as builders and contractors, and with that end in view to solicit, obtain, make, perform and carry out contracts covering the building and contracting business and the work connected therewith;

To loan and borrow money, secured and unsecured;

To conduct a general brokerage business and to act as broker or brokerage agent to effect casualty, fire, theft, burglary, wrongful conversion and embezzlement or indemnity insurance; and to act as agent, broker, factor or representative in the sale of real or personal property of other corporations, joint stock companies, partnerships, associations, or individuals;

To participate in syndicated bond offerings, distributing and generally dealing in corporation, government and municipal bond and stock issues and of the doing of a general investment securities and brokerage business; to buy, sell, negotiate, exchange, invest in, underwrite, participate, pledge, trade and deal in and with shares, stocks, debentures, scrip, bonds, notes, trust certificates and securities of every description of any government, state or public or private corporation or any corporate body; to mortgage, pledge or otherwise change all or any part of the investments of the corporation or its property and rights; to make advance

on, sell or dispose of any property of investments of the character above described, or to act as agent, factor or broker for any of said purposes;

To purchase or otherwise acquire the capital stock, shares, debentures, scrip, bonds, notes, or other evidences of indebtedness of any other corporation, partnership, individual or association, and to exchange therefor the shares stock, debentures, scrip, bonds or other evidences of indebtedness of this corporation;

To purchase, receive, hold and own mortgages, debentures, shares and other securities or other obligations of any public, private, or municipal corporation, or bonds or other security or obligations of the Government of the United States, or of any state, district, territory, colony or dependency of the United States or any foreign country, state, or colony; and to undertake the sale and distribution of securities and / or other indebtedness of any of the above for its own account and / or for others and to charge and / or receive such fees or commission therefor as the Board of Directors may from time to time determine, or as may be permitted by law;

To collect and receive, disburse and dispose of all interests, dividends, accumulations, earnings and income from, upon or on account of any bonds, debentures, stocks, shares, securities, contracts, evidences of indebtedness, obligations or other property held or owned by the corporation;

To issue and accept drafts, promissory notes, scrip, acceptances or other corporate obligations and negotiate the same;

To transact a general real estate agency and brokerage business, including the management of estates; to act as agent, broker or attorney in fact for any persons or corporations in buying, selling and dealing in real property and any and every estate and interest therein, and choses in action secured thereby, judgments resulting therefrom, and other personal property collateral thereto, in making or obtaining loans upon such property, in supervising, managing and protecting such property and loans and all interests in and claims affecting the same, in effecting the same, in effecting insurance against fire and all other risks thereof, and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to; to register mortgages and deeds of trust on real property or chattels real and all other securities collateral thereto; to investigate and report upon the credit and financial solvency and sufficiency of borrowers and sureties upon such securities;

To invest and reinvest its capital and / or surplus, and to acquire by purchase, subscription, contract or otherwise, and to hold, sell, exchange, mortgage, hypothecate, pledge or otherwise dispose of, or turn in account or realize upon, and generally deal in and with all forms of securities, including but not by way of limitation, shares, stocks, bonds, debentures, notes, scrip, mortgages, evidences of indebtedness, commercial paper, acceptances, certificates of indebtedness and certificates of interest issued or created in any and all parts of the world by corporation, associations, partnerships, firms, trustees, syndicates,

individuals, governments, states, municipalities, and other political and governmental divisions and sub-divisions or by any combinations, organizations or entities, whatsoever, or issued or created by others, irrespective of their form or the name by which they may be described and all trust participation and other certificates, and receipts evidencing interest in any such security ties and to issue in exchange therefor or in payment therefor in the manner provided by law, its own stock, bonds, debentures or its other obligations or securities, or to make payment therefor by any other lawful means of payment whatsoever; to exercise any and all rights, powers and privileges of individual ownership or interest in respect of any and all such securities or evidences of interest therein, including the right to vote thereon and to consent and otherwise act with respect thereto; to do any and all acts and things for the preservation, protection, improvement and enhancement in value of any and all such securities or evidences of interest therein

To aid in any lawful manner by loan, subsidy, guarant or otherwise, any corporation whose stock, bonds, notes, debentures or other securities are held or controlled directly or indirectly by the corporation, and to do any and all lawful acts or things necessary or advisable to protect, preserve improve or enhance the value of any such stocks, bonds, note debentures or other securities or obligations;

To endorse or guarantee the payment of principal and/or interest or dividends upon any stocks, bonds, obligations or other securities or evidences of indebtedness and to guarantee the performance of any of the contracts or other undertakings in which this corporation may otherwise be or become interested of any corporation, association, syndicate individual or others, or of any country, nation or governmental or political authority;

To establish, maintain and conduct a general mercantile agency; to carry on every branch of business usually transacted in connection therewith, including the obtaining and acquiring by purchase or in any other lawful manner information, statistics, facts and circumstances of, relating to or affecting the business, capital debt, solvency, credit, responsibility and commercial condition and standing of any and all individuals, firms, associations and corporations, engaged in or connected with any business, occupation, industry or employment in any part of the civilized world, and to dispose of, sell, loan, pledge, hire and use in any and all lawful ways the information, statistics, facts and circumstances so obtained and acquired; also to establish, maintain and conduct a general collection business for the recovery, enforcement and collection of accounts, bills, debts, dues, demands, and obligations and claims of all kinds; also to establish and conduct a general business of making and issuing contracts to secure the faithful performance of any mercantile or commercial contract or agreement; and for the prompt payment of any debt or obligation due under or arising from or out of any mercantile or commercial transaction; also to acquire by purchase or otherwise, and to establish, maintain and conduct a general printing, publishing, bookbinding and advertising business, and to prepare and distribute newspapers, books, pamphlets, directories, catalogues, reports, ratings, digests, lists and other printed matter of interest or use to merchants, traders bankers and lawyers;

To form, promote and assist financially or otherwise, companies, syndicates, partnerships and associations of all kinds, and to give any guarantee in connection therewith or otherwise for the payment of money or for the performance of any obligation or undertaking;

To employ, engage, hire and to appoint corporations, firms and individuals in any and all parts of the world, to act as agents and/ or sub-agents and/or brokers and/or factors for this corporation in such capacity or any other capacity whatsoever and on such terms and conditions as may be determined from time to time by the Board of Directors, the foregoing not being exclusive;

To carry on and undertake any business, undertaking, transaction or operation commonly carried on or undertaken by capitalists, promoters, financiers, contractors, merchants, commission men and agents, and in the course of such business to draw, accept, endorse, acquire and sell all or any negotiable or transferrable instruments and securities, including debentures, bonds and notes;

To guarantee the payment of dividends upon any shares of the capital stock of, or the performance of any contract by, any other corporation or association in which this corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or other evidences of indebtedness created or issued by any such other corporation or association;

To acquire and pay for in cash, stock or bonds of this corporation or otherwise, the goodwill, rights, assets, and property and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation;

To acquire, hold, use, sell, assign, lease, grant, licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation;

To purchase, hold, sell, and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further, that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly;

To acquire by purchase, subscription or otherwise, and to hold for investment or otherwise and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds, or any other obligations or securities of any corporation or corporations; to merge or consolidate with any corporation in such manner as may be permitted by law; to aid in any manner any corporation whose stock, bonds, or other obligations are held or in any manner guaranteed by the company or in which the company is in any way interested; and to do any other acts or things for the preservation, protection, improvement or enhancement of the value of any such stock, bonds, or other obligations, or to do any acts or thing designed for any such purpose;

and while owner of any such stock, bonds or other obligations to exercise all the rights, powers and privileges or ownership thereof; and to exercise any and all voting powers thereon; to guarantee the payment of dividends upon any stock or the principal or interest or both of any bonds or other obligations and the performance of any contracts;

To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description;

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized;

To have one or more offices, to carry on all or any of its operations and business and without restrictions or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description of any of the States, Districts, Territories, or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.

In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all the powers conferred by the laws of Nevada upon corporations formed under the act hereinbefore referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The business or purpose of the company is from time to time to do any one or more of the acts and things hereinabove set forth, and it shall have power to conduct and carry on its said business, or any part thereof, and to have one or more offices, and to exercise all or any part of its corporate powers and rights, in the State of Nevada, and in the various other states, territories, colonies and dependencies of the United States, in the District of Columbia, and in all or any foreign countries.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

FOURTH: That the total authorized capital stock of this corporation is Three Hundred Million Dollars (\$300,000,000) divided into Three Million (3,000,000) shares of common stock of the par value of One Hundred Dollars (\$100.00) per share.

The common shares may be issued by the corporation for such consideration as the directors of the corporation shall from time to time determine.

FIFTH: That the names and addresses of each of the original incorporators are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
John F. Dolan	Los Angeles, California
Anthony M. Langen	Los Angeles, California
Manuel G. Brassell	Los Angeles, California

SIXTH: That the members of the governing board of this corporation shall be styled directors, and the number of said directors may, from time to time, be increased or decreased in such manner as shall be provided in the by-laws of this corporation, provided that the number shall not be reduced to less than three (3). In case of any increase in the number of directors, the additional directors may be elected by the directors or by the stockholders at an annual or special meeting as shall be provided in the By-laws.

That the names and post office addresses of the first board of directors are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
John F. Dolan	Los Angeles, California
Anthony M. Langen	Los Angeles, California
Manuel G. Brassell	Los Angeles, California

SEVENTH: That the period of the existency of this corporation shall be unlimited.

EIGHTH: That the capital stock of the corporation shall not be subject to assessment.

That the private property of the stockholders, directors and officers shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and for further definition, limitation and regulation of the powers of this corporation and of its directors and stockholders.

1st: The number of the directors of the corporation shall be such as from time to time may be fixed by, or in the manner provided in the by-laws.

2nd: By a resolution or resolutions passed by a majority of the whole Board of Directors, the Board of Directors may designate one or more committees, each committee to consist of two or more directors of the corporation which, to the extent provided in said resolution or resolutions, or in the by-laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation and shall have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws or the corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

3rd: The Board of Directors shall have power:

- a. Without the assent or vote of the stockholders to make, alter, amend, change, add to or repeal any by-law or any part of the by-laws of this corporation; to fix and vary the amount to be reserved as working capital and/or paid in surplus; to set apart out of any funds of the corporation a reserve or reserves for any proper purposes, or to transfer or abolish any such reserve in the manner in which it was created; to authorize and cause to be executed mortgages and liens upon the property of the corporation or any part thereof; to determine the use and disposition of any character of surplus or of any net profits over and above the fixed capital and to fix the time for the declaration and payment of dividends.
- b. With the consent in writing of the holders of a majority of the voting stock issued and outstanding, or upon the affirmative vote of the holders of a majority of the stock issued and outstanding, having voting power, either at a regular or special meeting, to sell, lease or exchange all of its property and assets, including its good-will and its corporate franchises upon such terms and conditions and for such terms and conditions and for such consideration as the Board of Directors shall deem expedient and for the best interests of the corporation.

4th: In addition to the powers and authorities hereinabove or by statute expressly conferred upon them, the Board of Directors is hereby empowered to exercise all all such powers and do all such acts and things as may be exercised or done by a corporation, subject nevertheless to the provisions of the statutes of Nevada and these Articles, and to any by-laws from time to time made by the stockholders. Provided, however, that any by-laws so made shall not invalidate any prior act of the directors which would have been valid if such by-laws had not been made.

TENTH: No contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other corporation, firm or association in which one or more of its directors are directors or are substantially interested, shall be either void or voidable by reason of the fact that such director or directors are present at the meeting of the Board of Directors or committee which authorizes or approves such contract or transaction, or that his or their votes are counted for such purpose,

(a) the fact of such participation shall be disclosed or known to the board of directors or committee, and noted in the minutes, and the board or committee shall authorize, approve or ratify such contract or transaction in good faith by a vote sufficient for such purpose without counting the vote or votes of such director or directors; or

(b) If the fact of such participation shall be disclosed or known to the stockholders; and they approve or ratify such contract or transaction in good faith, by a majority vote of holders of shares entitled to vote; or

(c) If the contract or transaction be as to the corporation just and reasonable at the time it was authorized or approved.

ELEVENTH: The corporation reserved the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred

herein on stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 30th day of August 1939.

Signed, sealed and executed
in the presence of:

JOHN F. DOLAN L.S.

ANTHONY M. LANGER L.S.

(Sign) E. L. ANDERMANN
AS TO ALL

MANUEL G. BRASSSELL L.S.

STATE OF CALIFORNIA)
) SS.
COUNTY OF LOS ANGELES)

On this 30th day of August in the year 1939, before me C. O. DENNING, a Notary Public in and for said County, personally appeared John F. Dolan, Anthony M. Langer and Manuel G. Brassell, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

WITNESS my hand and official seal.

(SEAL)

(Sign) C. O. DENNING
Notary Public in and for the
County of Los Angeles, State
of California

My commission expires:

My commission Expires Sept. 14, 1939

汎太平洋通商航海會社定款

本證ニヨリ全員左記事項ヲ了解ス。

即チ下ニ署名セル我々ハ今日會社設立ノ目的ヲ以テ「ネヴァタ」州ノ一般會社法（一九二五年三月二十一日承認）及び該法ヲ修正補充セル諸法律ニヨリ任意ニ出頭シ左記事項ヲ證明ス。

第一、會社ノ商號ハ汎太平洋通商航海會社トス。

第二、主タル取引場所ハ「ネヴァタ」州「オームスバイ」郡「カーソン」市「北カーソン」街五二番地トス。尚本會社ハ時ニ應ジテ取締役會ノ定ムル所ニヨリ、又ハ本會社ノ内規ノ定ムル所ニヨリ「ネヴァタ」州ノ内外ヲ問ハズ事務所ヲ設ク。

第三、業務ノ性質又ハ目的左ノ如シ。

(1) 合衆國ヨリ輸出シ又ハ合衆國ニ輸入セントスル各種商品ノ購入販賣

1)

DEF. DOC. 2607

、等

(2) 各州又ハ領邦^{テリトリー}ノ各種製品原料品ノ輸出入交換契約^{バーター}賣買、取引及ビン
レラニ關連スル業務、等

(3) 商人貿易商ノ業務ノ遂行又ハソノ認可等

(4) 一般ノ請負人、技師建造者ノ業務等

(5) 各國ノ個人商會、會社、公共團體ノタメニ代理人、仲買人、代理商
トナルコト等

(6) 船舶所有者、船舶代理商、船舶管理人ノ業務等

(7) 各州又ハ合衆國領土内ニ各種貿易取引所ヲ設立、維持スルコト等

(8) 各種船舶解舟ノ所有、賃借、購入、管理等

(9) 倉庫業及ビンレニ附屬スル業務等

(10) 鑛山ノ探索、試掘、採掘等

- (1) 石油ノ探索、試掘、採掘、精鍊等
- (2) 物の及び人の財産ノ購入賃借等
- (3) 船渠、港灣等公共施設ノ建造補修賣買等
- (4) 鐵道ノ賣買、賃借、抵當等
- (5) 機關車具ノ他車輛ノ購入、賃借、販賣等
- (6) 電燈、電熱、電力施設、電信電話線ノ建設購入等
- (7) 建築業者ノ業務等
- (8) 担保附若クハ無担保ノ資金ノ貸借
- (9) 一般仲買人ノ業務
- (10) 公社債募集引受組合ヘ加入スルコト等
- (11) 株券、社債券等ノ購入、交換等
- (12) 合衆國、各種公私法人ヨリノ抵當、債券等ノ購入等

- (23) 會社ノ配當金、利息等ノ受領、支拂、處分等
- (24) 爲替手形、約束手形等ノ押出、引受等
- (25) 土地管理人、仲買人等ノ業務
- (26) 投資及び各種担保ノ獲得
- (27) 本會社ガ株券債券等ヲ所有又ハ直接間接ニ管理スル會社ヲ貸附保證、補助金交付等合法的手段ニヨリ援助スルコト
- (28) 株式、債務等ノ元金、利息、配當金支拂ノ裏書又ハ保證等
- (29) 總代理店ノ設立、維持、經營
- (30) 各種會社、「フシンヂケート」組合ノ金融的方法ニヨリ設立、援助等
- (31) 世界各地ニ會社、商會、個人ヲ代理人、代理商、仲買人トシテ雇傭、任命スルコト等
- (32) 資本家、發起人、商人、金融業者ノ通常ノ業務

- (33) 本會社ガ利害關係ヲ有スル會社ノ配當金支拂ノ保證等
- (34) 顧客先、諸利權、資産ノ取得等
- (35) 合衆國、其ノ他諸外國ノ特許權、商標權等ノ取得、販賣等
- (36) 自己株式ノ賣買、移轉等
- (37) 他會社ノ株式ノ取得、投資ノタメニスルノ保有等
- (38) 投資貿易ノタメニスル各種商品ノ製造、賣買等
- (39) 上記ノ諸目的達成、諸權限遂行ノタメニ必要ニシテ適當ナルスベテノ
コトヲナスコト
- (40) 一般ニ製造ナルト否トヲ問ハズ上記業務ニ關スル業務
- (41) 本會社ノ業務又ハ目的ハ時ニ應ジテ上記ノ事項又ハ行爲ノ一又ハハ
レ以上ヲ行フコトニ存ス
- (42) 上記ノ條項ハ目的乃ビ權限ヲ定メタリ、而シテ特殊ノ權限ノ列記ハ

如何ナル態様ニ於テモ本會社ノ權限ヲ制限スルモノト看做スベカラザ
ルコトヲ此所ニ明記ス。

第四、本會社ノ認可サレタル總資本額ハ三億拜トシ額面百拜ノ普通株式三百
萬株ニ分割セラル。普通株式ハ取締役ガ時ニ應ジテ定ムル對價ヲ以テ發
行セラルルモノトス。

第五、發起人ノ住所、氏名左ノ如シ。

氏 名

住 所

ジョン・F・ドーラン

カリフォルニア州ロスアンゼルス

アントニー・M・レインジヤー

カリフォルニア州ロスアンゼルス

マヌエル・G・ブラッセル

カリフォルニア州ロスアンゼルス

DEF. DOC. 2607
第六、本會社ノ役員ハ取締役ト稱サレンノ人員ハ三人以上タルヲ要スル旨定
メタル本會社ノ内規ニヨリ増減セラルベシ。取締役ノ員數ガ減少シタル

6)

トキハ補充セラルベキ取締役ハ内規ノ定メル所ニヨリ、取締役ニヨリ又
ハ定時又ハ臨時ノ總會ニ於テ株主ニヨリ選定セラルルモノトス。
最初ノ取締役會ノ氏名及郵便物宛先左ノ如シ。

氏 名

住 所

ジョン・F・ドーラン

カリフォルニア州ロサンゼルス

アントニー・M・レインジャー

カリフォルニア州ロサンゼルス

マヌエル・G・ブラッセル

カリフォルニア州ロサンゼルス

第七、本會社ノ存續期間ハ無限トス。

2607 第八、本會社ノ資本ハ課税ノ對象トナラザルモノトス。

DEF.DOC. 第九、次ノ諸規定ハ本會社ノ業務ノ執行事業ノ經營ノタメ本會社、取締役、
株主ノ權限ニツキ更ニ限定制限規整センガタメニ挿入セラル。

(一) 取締役ノ人數ハ時ニ應ジテ定メラレ又ハ内規ノ定メル所ニ從ツテ定

メラルベシ。

(二) 取締役會ハソノ過半數ノ決議ニヨリ二名又ハソレ以上ノ取締役ヨリ成ル委員會ヲ任命スルモノトス。ソノ委員會ハ該決議又ハ會社ノ内規ニ定メラレタル範圍内ニ於テ會社ノ業務執行ニ關スル取締役會ノ權限ヲ行使スベク性質ナル全書類ニ押捺スベキ會社ノ印章ヲ認可スル權限ヲ有ス。カ、ル委員會ハ會社ノ内規ノ定ムル所ニヨリ又ハ時ニ應ジテ取締役會ニ採擇セラルル決議ニヨリ各々名稱ヲ有スルモノトス。

(三) 取締役會ハ左ノ權限ヲ有ス。

a 株主ノ同意又ハ票決ナクシテ本會社ノ内規又ハソノ一部ヲ作成、変更、修正、追加、廢止スルコト。運轉資本トシテ保存セラルベキ額又ハ「及び」額面以上ニ支拂ハルベキ額ヲ決定、変更スルコト。會社ノ資金ヨリ正當ナル目的ノタメニ準備金ヲ區別シ、ソレガ設定

セラレタルト同様ノ方法ニヨリ移轉又ハ廢棄スルコト、會社財産又ハソノ一部ノ上ノ抵當權ノ實行ヲ認可スルコト。資本額以上ノ剩餘金及ビ純益ノ使用處分ヲ決定シ配當ノ支拂及ビ宣言ノ時期ヲ決定スルコト。

ハ、發行セラレタル且ツ未拂ノ議決權ヲ有スル株主ノ書面ニヨル過半数ノ同意ニヨリ、又ハ定時、臨時總會ニ於テ議決權ヲ有スル過半数ノ株主ノ賛成投票ニヨリ顧客先、會社ノ獨占權ヲ含ム會社財産及ビ資産ヲ取締役ガ便宜ト看做シ會社ノ最大ノ利益ト認メタル期間、條件、對價ノ下ニ賣却、賃貸、交換スルコト。

(四) 上記ノ權限及ビ明瞭ニソレラニ適用セラレル制定法ニ加ヘテ取締役會ハ「ネヴァダ」州ノ制定法、本定款ノ諸條項、及ビ時ニ應ジテ株主ニヨリ作ラレル内規ノ範圍内ニ於テ會社ノ爲スベキ全行爲ヲ爲ス權限

ヲ得ズ。

但シ内規ハソレ以前ニナサレタル取締役會ノ正當ナル行爲ノ効力ヲ奪フコトヲ得ズ。

第十、本會社ト取締役、又ハ取締役ガ重大ナル利害關係ヲ有スル他ノ會社、商會トノ間ノ契約又ハ他ノ取引行爲ハカ、ル取締役ガカ、ル契約又ハ取引行爲ヲ認可又ハ承認スル取締役會ノ會議ニ出席シ、又ハソノ投票ガカ、ル目的ノタメニ當定セラレタル事實ニヨリ無効又ハ取消シ得ベキ行爲タルベシ。譬ハ左ノ場合ニ於テモ然リ。

a カ、ル關與ノ事實が取締役會又ハ委員會ニ知ラレ會議録ニ記載サレテ居リ、而モ取締役會又ハ委員會ガカ、ル取締役ノ投票ヲ算入セズシテ善意ニカ、ル契約又ハ取引行爲ヲ認可、承認、是認スルニ充分ナル投票ヲナシタルトキ。

カ、ル關與ノ事實ガ株主ニ知ラレテ居リ而モ株主ガカ、ル契約又ハ

取引行爲ヲ過半数ノ投票ヲ以テ承認シタルトキ。

C 契約又ハ取引行爲ガソレガ認可承認セラレタルトキニ會社ニ關シテ
正當且合理的ナルトキ。

第十一、本會社ハ本定款ニ含マレタル條項ヲ現在並ビニ將來ノ法律ガ規定ス
ル方法ニ從ヒ変更、修正、廢棄スル權利ヲ保留ス。株主、取締役、役
員ニ授與セラレル總テノ權限モコノ留保サレタル權利ニ服スル。

署名、

我々ハ本一九三九年八月三十

日此所ニ署名捺印ス。

署名捺印ハ「E・L・アンダーマン」(署名)

カリフォルニア州ロサンゼルス郡SS、

ノ眼前ニ於テ行ハレタリ。

ジョン・F・ドーラン 自署
アントニー・M・レインジャー 自署
マヌエル・G・ブラッセル 自署
本一九三九年八月三十日 本郡公證人タル余「C・O・デニング」ノ前
ニ「ジョン・F・ドーラン」、「アントニー・M・レインジャー」、「
マヌエル・G・ブラッセル」各個ニ出頭セリ。余ハ彼等ノ姓名ガ本證書
ニ署名セラレタルコト並ビニ彼等ガ署名シタルコトヲ認ム。
署名

カリフォルニア州ロサンゼルス郡公證人

C・O・デニング

余ノ任務ハ一九三九年九月十四日満了
ス

